

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **June 30, 2014**

**PepsiCo, Inc.**

(Exact Name of Registrant as Specified in Charter)

**North Carolina**  
(State or Other Jurisdiction  
of Incorporation)

**1-1183**  
(Commission  
File Number)

**13-1584302**  
(IRS Employer  
Identification No.)

**700 Anderson Hill Road  
Purchase, New York 10577**  
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **(914) 253-2000**

**N/A**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

Effective June 30, 2014, commitments under the Five-Year Credit Agreement (“**Five-Year Credit Agreement**”), dated as of June 9, 2014, by and among PepsiCo, Inc. (“**PepsiCo**”), as borrower, the lenders named therein, and Citibank, N.A., as administrative agent, were increased to \$3,772,500,000.

Effective June 30, 2014, commitments under the 364-Day Credit Agreement (“**364-Day Credit Agreement**”), dated as of June 9, 2014, by and among PepsiCo, as borrower, the lenders named therein, and Citibank, N.A., as administrative agent, were increased to \$3,772,500,000.

Funds borrowed under the Five-Year Credit Agreement and the 364-Day Credit Agreement may be used for general corporate purposes of PepsiCo and its subsidiaries. As of the date of this Current Report on Form 8-K, there were no outstanding borrowings under the Five-Year Credit Agreement or the 364-Day Credit Agreement.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 1, 2014

PepsiCo, Inc.

By: /s/ Cynthia Nastanski  
Name: Cynthia Nastanski  
Title: Senior Vice President, Corporate  
Law and Deputy Corporate  
Secretary

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